

GREENBERG TRAURIG, LLP

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USA, L.P. and HSBC Private Equity Partners II USA LP*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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IN RE	:	
TOPS HOLDING II CORPORATION, <i>et al.</i> ,	:	Chapter 11
	:	Case No. 18-22279 (RDD)
Debtors.	:	(Jointly Administered)
	:	
-----	X	
ALAN D. HALPERIN, AS THE LITIGATION	:	Adversary Proceeding
TRUSTEE FOR THE TOPS HOLDING	:	Case No. 20-08950 (RDD)
LITIGATION TRUST,	:	
	:	
Plaintiff,	:	
-against-	:	
	:	
MORGAN STANLEY INVESTMENT	:	
MANAGEMENT INC.; MORGAN STANLEY	:	
CAPITAL PARTNERS V U.S. HOLDCO LLC a/k/a	:	
NORTH HAVEN CAPITAL PARTNERS V U.S.	:	
HOLDCO LLC; HSBC EQUITY PARTNERS USA,	:	
L.P.; HSBC PRIVATE EQUITY PARTNERS II	:	
USA LP; TURBIC INC; BEGAIN COMPANY	:	
LIMITED; GARY MATTHEWS; ERIC KANTER;	:	
ERIC FRY; GREG JOSEFOWICZ; AND STACEY	:	
RAUCH,	:	
	:	
Defendants.	:	
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**NOTICE OF DEFENDANTS HSBC EQUITY PARTNERS USA, L.P. AND HSBC
PRIVATE EQUITY PARTNERS II USA LP'S MOTION TO DISMISS**

PLEASE TAKE NOTICE that, Defendants HSBC Equity Partners USA, L.P. and HSBC Private Equity Partners II USA LP (collectively, “HSBC”) will move, by and through their counsel, Greenberg Traurig, LLP, before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street White Plains, NY 10601 (the “Bankruptcy Court”), at such time that the parties agree and the Court approves, for entry of an Order pursuant to Federal Rule of Bankruptcy Procedure 7012(b) and Federal Rule of Civil Procedure 12(b)(6) for dismissal of the Complaint as against HSBC (Counts I-VIII) with prejudice (the “Motion”).

PLEASE TAKE FURTHER NOTICE that, in support of the Motion, HSBC has filed a Memorandum of Law and Proposed Order contemporaneously herewith.

PLEASE TAKE FURTHER NOTICE that, in further support of the Motion, and as indicated in HSBC’s Memorandum of Law, HSBC also relies on the papers filed by Morgan Stanley Investment Management Inc., Morgan Stanley Capital Partners V U.S. Holdco LLC, Gary Matthews, Eric Kanter, and Eric Fry (collectively, “Morgan Stanley”) in support of Morgan Stanley’s Motion to Dismiss filed on today’s date. ECF Nos. 29-31.

PLEASE TAKE FURTHER NOTICE that, responses or objections, if any, to the relief provided in the Proposed Order must be filed and served upon the undersigned so as to be actually received no later than **July 17, 2020** (the “Response Deadline”).

PLEASE TAKE FURTHER NOTICE that, in the event no responses or objections are received by the Response Deadline, the Motion shall be deemed uncontested and the relief sought may be granted in the Court’s discretion.

Dated: May 29, 2020
Florham Park, New Jersey

GREENBERG TRAURIG, LLP

/s/ Louis Smith

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